

Exhibit “B”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)
(Jointly Administered)

[Related to Docket No. 1045](#)

**ORDER GRANTING MOTION FOR RELIEF FROM THE AUTOMATIC STAY
TO SETOFF SECURITY DEPOSIT AGAINST LEASE REJECTION DAMAGES**

Upon consideration of the *Motion for Relief from the Automatic Stay to Setoff Security Deposit Against Rejection Damages* (“Motion”)² filed by Centerpoint 550, LLC (“Landlord”); and any response or opposition thereto; this Court having determined that good and adequate cause exists for granting the Motion upon the terms set forth herein; and this Court having

¹The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at ~~109 Innovation Court, Suite J, Delaware, Ohio 43015~~ [2371 Liberty Way, Virginia Beach, Virginia 23456](#).

² [Capitalized terms used herein and not defined herein shall have the meaning given such terms in the Motion.](#)

determined that adequate notice of the Motion was given and no further notice of the Motion need be given; it is hereby ORDERED that:

1. The Motion is hereby GRANTED.
2. Landlord is hereby authorized to, and the automatic stay pursuant to § 362 of the Bankruptcy Code is hereby immediately terminated to permit Landlord to (i) declare a default and send a notice of default or otherwise take any steps necessary or advisable under the Lease in order for the Landlord to be permitted to effectuate a right of setoff of the Security Deposit and (ii) exercise its right to setoff and apply the Security Deposit against the Landlord's lease rejection claim.
3. Any provision in any plan of reorganization or an order confirming such plan that would reimpose the automatic stay or impose an injunction prohibiting Landlord from effectuating the setoff authorized herein shall not apply to prohibit Landlord to effectuate the setoff authorized herein.
4. This Order shall take effect immediately upon its entry and shall not be stayed pursuant to Fed. R. Bankr. P. 4001(a)(3).
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 5/15/2025 2:15:41 PM	
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<u>Table Insert</u>	0
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Table moves from	0
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